

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

TERRY KLEIN, derivatively on behalf  
of LSB INDUSTRIES, INC.

Plaintiff,

v.

Case No. 07 CIV 8710

KENT C. MCCARTHY, JAYHAWK CAPITAL  
MANAGEMENT, L.L.C., JAYHAWK  
INSTITUTIONAL PARTNERS, L.P.,  
JAYHAWK INVESTMENTS, L.P. AND LSB  
INDUSTRIES, INC.

Defendants.

**MOTION TO ADMIT COUNSEL PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, James R. Eiszner, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of

Applicant's Name: Gregory T. Wolf  
Firm Name: Shook, Hardy & Bacon L.L.P.  
Address: 2555 Grand Blvd.  
City/State/Zip: Kansas City, Missouri 64108  
Phone Number: 816-474-6550  
Fax Number: 816-421-5547

Gregory T. Wolf is a member in good standing of the Bar of the States of Kansas and Missouri.

There are no pending disciplinary proceeding against Gregory T. Wolf in any State or Federal court.


Dated: January 2, 2008

City, State: Kansas City, Missouri

Respectfully submitted,

Date: January 2, 2008

SHOOK, HARDY & BACON L.L.P.

By:   
James R. Eiszner  
JE7468

2555 Grand Blvd.  
Kansas City, Missouri 64108-2613  
Telephone: 816.474.6550  
Facsimile 816.421.5547  
Attorney for Defendants

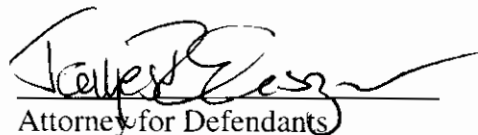
**CERTIFICATE OF SERVICE**

I hereby certify the foregoing Motion was filed with the Court on this 2nd day of January, 2008, and a copy of the same was sent to the following:

BRAGAR WEXLER & EAGEL PC  
885 Third Avenue  
New York, New York 10022

OSTRAGER CHONG FLAHERTY & BROITMAN PC  
570 Lexington Avenue  
New York, New York 10022

Attorneys for Plaintiff

  
Attorney for Defendants

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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INDUSTRIES, INC.

Defendants.

**DECLARATION OF JAMES R. EISZNER IN SUPPORT OF  
MOTION TO ADMIT COUNSEL PRO HAC VICE**

James R. Eiszner, under penalty of perjury, hereby declares as follows:

1. I am a Partner at Shook, Hardy & Bacon, L.L.P., counsel for Defendants in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendants' motion to admit Gregory T. Wolf as counsel pro hac vice to represent Defendants in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in May 21, 1979. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Gregory T. Wolf since 1997.

4. Mr. Wolf is a Partner at Shook, Hardy & Bacon, L.L.P.

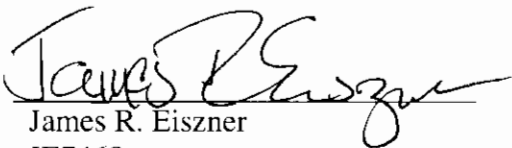
5. I have found Mr. Wolf to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move the admission of Gregory T. Wolf, pro hac vice.

7. I respectfully submit a proposed order granting the admission of Gregory T. Wolf, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Gregory T. Wolf, pro hac vice, to represent Defendants in the above captioned matter, be granted.

I declare under penalty of perjury that the foregoing is true and correct. Executed on January 2, 2008, at Kansas City, Missouri.

By:   
James R. Eiszner  
JE7468

SHOOK, HARDY & BACON L.L.P.  
2555 Grand Blvd.  
Kansas City, Missouri 64108-2613  
Telephone: 816.474.6550  
Facsimile 816.421.5547  
Attorney for Defendants

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**ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION**

Upon the motion of attorney for James R. Eiszner attorney for Defendants Kent C. McCarthy, Jayhawk Capital Management, L.L.C., Jayhawk Institutional Partners, L.P., Jayhawk Investments, L.P. and said sponsor attorney's affidavit in support;

**IT IS HEREBY ORDERED** that

Applicant's Name: Gregory T. Wolf

Firm Name: Shook, Hardy & Bacon, L.L.P.

Address: 2555 Grand Blvd.

City/State/Zip: Kansas City, Missouri 64108

Telephone/Fax: 816-474-6550/816-421-5547

Email Address: gtwolf@shb.com

is admitted to practice pro hac vice as counsel for Defendants Kent C. McCarthy, Jayhawk Capital Management, L.L.C., Jayhawk Institutional Partners, L.P., Jayhawk Investments, L.P. in the above captioned case in the United States District Court for the Southern District of New

York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: January \_\_\_\_\_, 2008

City, State: Kansas City, Missouri

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United States District/Magistrate Judge

*The Supreme Court of Missouri*



*Certificate of Admission as an  
Attorney at Law*

I, Thomas F. Simon, Clerk of the Supreme Court of Missouri, do hereby certify that the records of this office show that on September 29, 1995,

*Gregory Thomas Wolf*

was duly admitted and licensed to practice as an Attorney and Counselor at Law in the Supreme Court of Missouri and all courts of record in this state, and is, on the date indicated below, a member in good standing of this Bar.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the seal of the Supreme Court of Missouri at my office in Jefferson City, Missouri, this 18<sup>th</sup> day of December, 2007.

A handwritten signature in black ink, appearing to read "Thomas F. Simon", is written over a horizontal line.

Clerk of the Supreme Court of Missouri



# The Supreme Court of Kansas



## Certificate of Good Standing

I, **Carol G. Green**, Clerk of the Supreme Court of the State of Kansas, do hereby certify that the Supreme Court of Kansas is the highest court of law, and the court of last resort within the State of Kansas, and has exclusive jurisdiction over and control of the admission of applicants to the bar of this state.

I do further certify that on April 26, 1996,

GREGORY THOMAS WOLF

was duly admitted to practice as an attorney and counselor of the Supreme Court and all other courts of the State of Kansas and is, on the date indicated below, a member in good standing of the Kansas Bar.

**ACTIVE STATUS**

Witness my hand and the seal of the Supreme Court, hereto affixed at my office in Topeka, Kansas, this 19<sup>TH</sup> day of December, 2007.

Carol G. Green  
Clerk of the Supreme Court of Kansas